

EXHIBIT D



VISION SERVICE PLAN

August 21, 1995

400 E. TOWN STREET
COLUMBUS, OHIO 43215-4799
(614) 224-7709 (800) 462-7009
Fax (614) 225-6278

Dr. Michael Stein
D.O.C. Optics Corporation
2731 Eastland Mall #C-3
Columbus, OH 43232-4902

Dear Dr. Stein:

We have received and carefully reviewed your application for re-enrollment with Vision Service Plan. Unfortunately, you do not currently meet all of VSP's criteria for membership in that you do not have majority ownership and control of the dispensing facility in your office.

However, because we value your VSP membership and because we understand the difficulties associated with immediate compliance, the VSP Board of Directors has decided to make a special accommodation for you and continue your membership with respect to VSP's Standard Plans with the following criteria:

- You will be permitted to retain your VSP panel membership, so long as you remain employed by your present employer, practice at your present location and meet all other VSP rules and regulations.
- You will not be permitted to participate in VSP's optional plans, including the Regional Network, Value, Access, Exam Plus, Medicaid, and Managed Eyecare Plans until you fully meet all VSP Panel Membership criteria.

Should you have any questions, please call Professional Relations at (800) 462-7009.

Sincerely,

DENIS HUMPHREYS, Chairman
Vision Service Plan Board of Directors

DH/wmm